

**IN THE UNITED STATES
PATENT AND TRADEMARK OFFICE**

Declaration and Power of Attorney

As below named inventors, we hereby declare that:

Our residences, post office addresses and citizenships are as stated below next to our names.

We believe we are the original, first and joint inventors of the subject matter which is claimed and for which a patent is sought on the invention entitled "Performance Customization System And Process For Optimizing xDSL Performance", the specification of which was filed on June 22, 1998, under Serial No. 09/102,176.

We hereby state that we have reviewed and understand the contents of the above identified specification, including the claims, as amended by an amendment, if any, specifically referred to in this oath or declaration.

We acknowledge the duty to disclose all information known to us which is material to patentability as defined in Title 37, Code of Federal Regulations 1.56.

We hereby claim foreign priority benefits under Title 35, United States Code, 119 of any foreign application(s) for patent or inventors' certificate listed below and have also identified below any U.S. provisional application and/or foreign application for patent or inventors' certificate having a filing date before that of the application on which priority is claimed:

U.S. Provisional Application Ser. No. 60/050,564

We hereby claim the benefit under Title 35, United States Code, 120 of any United States application(s) listed below and, insofar as the subject matter of each of the claims of the claims of this application is not disclosed in the prior United States application in the manner provided by the first paragraph of Title 35, United States Code, 112, we acknowledge the duty to disclose all information known to us to be material to patentability as defined in Title 37, Code of Federal Regulations, 1.56 which became available between the filing date of the prior application and the national or PCT international filing date of this application:

U.S. Provisional Application Ser. No. 60/050,564

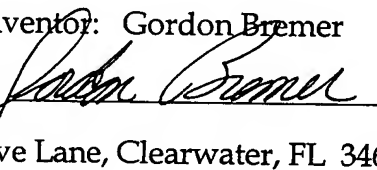
We hereby declare that all statements made herein of our own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

We hereby appoint the following attorney(s) with full power of substitution and revocation, to prosecute said application, to make alterations and amendments therein, to receive the patent, and to transact all business in the Patent and Trademark Office connected therewith:

David P. Kelley (Registration No. 17,420)
Scott A. Horstemeyer (Registration No. 34,183)
George M. Thomas (Registration No. 22,260)
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Paradyne Docket No. 1997-34

Full name of second inventor: Craig Matthews

Inventor's signature Craig Matthews Date: 8/29/98

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